-+Form D

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SEC 1972 (6-02)

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

RECD 8.E.C. MAR 8 2004 1080



UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

MAR 10 2004 NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D.

SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL OMB Number: 3235-0076 Expires: May 31, 2005 Estimated average burden hours per response... 1

SEC USE ONLY						
Prefix		Serial				
DATE RECEIVED						

1238220

		10.0000					
Name of Offering ([] check if this i Notes and Warrants	s an amendment and name has changed, and	indicate change.)					
Filing Under (Check box(es) that apply):	[] Rule 504 [] Rule 505 [X] Ru	le 506 [] Section 4(6) [] ULOE					
Type of Filing: [X] New Filing	[] Amendment						
	A. BASIC IDENTIFICATION DAT	FA					
1. Enter the information requested about the issuer 04009917							
Name of Issuer ([] check if this is a CPOR Inc.	an amendment and name has changed, and in						
Address of Executive Offices (2229 Tomlynn Street, Richmond, V	Number and Street, City, State, Zip Code) A 23230	Telephone Number (Including Area Code) (888) 533-7146					
Address of Executive Offices (if different from Executive Offices) N/A	Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)					
Brief Description of Business							
Provider of consulting, engineering	and packaging products and services.						
Type of Business Organization							
[X] corporation	[] limited partnership, already formed	[] other (please specify):					

Form D					Page 2 of 9			
[] business trust	[] limited partnership,	to be formed			_			
Actual or Estimated Date of Incorpor Jurisdiction of Incorporation or Orga	ation or Organization:	Month [12] .S. Postal Service		[X] Actual n for State: [VA]	[] Estimated			
GENERAL INSTRUCTIONS	Aldy group the An Andrews and the angular collection of the Annual Angular and the Annual Annual Angular and the Annual A	e tude i form to story arrange and an administration is form to a special and an accompany of the desired	and the second proceedings and the second		and the second			
Federal:								
Who must file: All issuers making an CFR 230.501 et seq. or 15 U.S.C. 77		nce on an exemp	tion under R	egulation D or S	ection 4(6), 17			
When to File: A notice must be filed if filed with the U.S. Securities and Excaddress given below or, if received at registered or certified mail to that add	nange Commission (SEC) or that address after the date of	the earlier of the	date it is re	ceived by the SE	C at the			
Where to File: U.S. Securities and E	change Commission, 450 F	ifth Street, N.W.,	Washington	, D.C. 20549.				
Copies Required: Five(5) copies of the not manually signed must be photocopies.					ed. Any copies			
issuer and offering, any changes ther	Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.							
Filing Fee: There is no federal filing to	ee.							
State:								
This notice shall be used to indicate a states that have adopted ULOE and Securities Administrator in each state precondition to the claim for the exert the appropriate states in accordance completed.	hat have adopted this form. where sales are to be, or haption, a fee in the proper an	Issuers relying or ave been made. I nount shall accom	n ULOE mus If a state req npany this fo	st file a separate uires the payme rm. This notice	notice with the nt of a fee as a shall be filed in			
	A. BASIC IDENTII	FICATION DAT	'A					
2. Enter the information requested for	or the following:							
 Each beneficial owner having of equity securities of the is Each executive officer and partnership issuers; and 	r, if the issuer has been organg the power to vote or disposuer; director of corporate issuers g partner of partnership issu	and of corporate	ote or dispo	sition of, 10% or				
Check Box(es) that [] Promote Apply:	r [X] Beneficial [X] Exe			General and/or Managing				

Partner

Form D Pasternak, Benjamin T.		Page 3 of 9
Business or Residence Address (Number and Street, City, State, Zip Code)	Construct recommendation to the second se	
2229 Tomlynn Street, Richmond, VA 23230		errorror allow control and a site of the anticological arms and an experience and allowed an experience and the site of the section of the se
Check Box(es) that [] Promoter [] Beneficial [X] Executive Apply: Owner Officer	[X] Director	[] General and/or Managing Partner
Full Name (Last name first, if individual) Rogers, Donald R.		
Business or Residence Address (Number and Street, City, State, Zip Code) 11921 Rockville Pike, Suite 300, Rockville, MD 20852		
Check Box(es) that [] Promoter [X]Beneficial [] Executive Apply: Owner Officer	[] Director	[] General and/or Managing Partner
Full Name (Last name first, if individual) Greenberg, M.D., Don		
Business or Residence Address (Number and Street, City, State, Zip Code) 8929 Harvest Square Court, Potomac, MD 20854		
Check Box(es) that [] Promoter [] Beneficial [] Executive Apply: Owner Officer	[] Director	[] General and/or . Managing Partner
Full Name (Last name first, if individual)		
Business or Residence Address (Number and Street, City, State, Zip Code)		
Check Box(es) that [] Promoter [] Beneficial [] Executive Apply: Owner Officer	[] Director	[] General and/or Managing Partner
Full Name (Last name first, if individual)		
Business or Residence Address (Number and Street, City, State, Zip Code)		
Check Box(es) that [] Promoter [] Beneficial [] Executive Apply: Owner Officer	[] Director	[] General and/or Managing Partner
Full Name (Last name first, if individual)		
Business or Residence Address (Number and Street, City, State, Zip Code)		
Check Box(es) that [] Promoter [] Beneficial [] Executive Apply: Owner Officer	[] Director	[] General and/or Managing Partner
Full Name (Last name first, if individual)		
(Use blank sheet, or copy and use additional copies	of this sheet, as ne	cessary.)

Form D			· · · · · · · · · · · · · · · · · · ·	,	***************************************	* 4 · · · · · · · · · · · · · · · · · ·		و المالية موساء من و دارا د د المالية مدينين			7 A 7/1 . To analyze and the			Page 4 of 9
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	the issue	er sold, (or does t			·						Yes []	No [X]	
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3. Doe	s the off	ering pe	rmit joir	t owner	ship of a	single ı	ınit?		••••••	•••••		Yes	No []	
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[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]		

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering

and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange		
and already exchanged.		
Type of Security Debt	Aggregate Offering Price \$0 \$0 \$0 \$0 \$0 \$930,000.00 \$930,000.00	Amount Already Sold \$0 \$0 \$0 \$0 \$930,000.00 \$930,000.00
2. Enter the number of accredited and non-accredited investors who purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero".	·	
Accredited Investors Non-accredited Investors	Number Investors	Aggregate Dollar Amount of Purchases \$ 930,000.00
Total (for filing under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE.		\$
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.		
Type of Offering Rule 505	Type of Security	Dollar Amount Sold \$

4. a. Furnish a statement of all expenses in connection with the issuance
and distribution of the securities in this offering. Exclude amounts relating
solely to organization expenses of the issuer. The information may be
given as subject to further contingencies. If the amount of an expenditure
is not known, furnish an estimate and check the box to the left of the
estimate.

Transfer Agent's Fees	[]\$
Printing and Engraving Costs	. [] \$
Legal Fees.	[X] \$ <u>3,000.00</u>
Accounting Fees	[] \$
Engineering Fees	[] \$
Sales Commissions (specify finders' fees separately)	[] \$
Other Expenses (identify)	[] \$
Total	[X] \$ <u>3,000.00</u>

- b. Enter the difference between the aggregate offering price given in response to Part C
- 5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C Question 4.b above.

Salaries and fees	Payments to Officers, Directors, & Affiliates [] \$	Payments To Others [] \$
Purchase of real estate	[]\$	[]\$
Purchase, rental or leasing and installation of machinery and equipment	[]\$	[]\$
Construction or leasing of plant buildings and facilities	[] \$	[]\$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger).	[]\$	[]\$
Repayment of indebtedness	[]\$	[] \$
Working capital	[]\$	[X] \$ <u>927,000.00</u>
Other (specify):	[]\$	[]\$
	[]\$	[]\$
	[]\$	[]\$
Column Totals	[]\$	[]\$
Total Payments Listed (column totals added)	[]\$	[X] \$ <u>927,000.00</u>

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D	. FEDERAL SIGNATURE
505, the following signature constitutes an undertak	by the undersigned duly authorized person. If this notice is filed under Rule king by the issuer to furnish to the U.S. Securities and Exchange Commission, mished by the issuer to any non-accredited investor pursuant to paragraph (b)
Issuer (Print or Type)	Signature Date
CPOR Inc.	March 4, 2004
Name of Signer (Print or Type)	Title of Signer (Print or Type)
Benjamin T. Pasternak	President
	ATTENTION
Intentional misstatements or om	issions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)
	E. STATE SIGNATURE
Is any party described in 17 CFR 230.262 prese provisions of such rule?	[] [X]
See App	pendix, Column 5, for state response.
2. The undersigned issuer hereby undertakes to furnotice on Form D (17CFR 239.500) at such times a	rnish to any state administrator of any state in which this notice is filed, a as required by state law.
3. The undersigned issuer hereby undertakes to furthe issuer to offerees.	rnish to the state administrators, upon written request, information furnished by
Uniform limited Offering Exemption (ULOE) of the	er is familiar with the conditions that must be satisfied to be entitled to the ne state in which this notice is filed and understands that the issuer claiming the ablishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
CPOR Inc.	75	March <u>4</u> , 2004
Name of Signer (Print or Type)	Title of Signer (Print or	Type)
Benjamin T. Pasternak	President	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	2		3			4		5		
	Intend to non-accinvestors in (Part B-Ite	redited n State	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)					
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
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